

Jeffrey N. Pomerantz, Esq.
Andrew W. Caine, Esq.
(admitted *pro hac vice*)
PACHULSKI STANG ZIEHL & JONES LLP
10100 Santa Monica Boulevard
Los Angeles, California 90067-4100
Telephone: (310) 277-6910
Telecopy: (310) 201-0760

Lynn L. Tavenner, Esq. (VA Bar No. 30083)
Paula S. Beran, Esq. (VA Bar No. 34679)
TAVENNER & BERAN, PLC
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219
Telephone: (804) 783-8300
Telecopy: (804) 783-0178

- and -

*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

Robert J. Feinstein, Esq.
(admitted *pro hac vice*)
PACHULSKI STANG ZIEHL & JONES LLP
780 Third Avenue, 36th Floor
New York, New York 10017
Telephone: (212) 561-7700
Telecopy: (212) 561-7777

*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

-----x	
In re:	: Chapter 11
	: :
CIRCUIT CITY STORES, INC., <u>et al.</u> ,	: Case No. 08-35653 (KRH)
	: :
Debtors.	: :
	: Jointly Administered
-----x	

**FIFTH ORDER REGARDING LIQUIDATING TRUST'S TWENTY-EIGHTH
OMNIBUS OBJECTION TO LANDLORD CLAIMS (REDUCTION OF CERTAIN
PARTIALLY INVALID CLAIMS, DISALLOWANCE OF CERTAIN INVALID
CLAIMS, DISALLOWANCE OF CERTAIN LATE-FILED CLAIMS, AND
DISALLOWANCE OF CERTAIN AMENDED CLAIMS)**

THIS MATTER having come before the Court¹ on the Liquidating Trust's Twenty-Eighth Omnibus Objection to Landlord Claims (Reduction of Certain Partially Invalid Claims, Disallowance of Certain Invalid Claims, Disallowance of Certain of Late Filed Claims, and Disallowance of Certain Amended Claims) (the "Objection"), which requested, among other things, that the claims specifically identified on Exhibit C through Exhibit F attached to the Objection be reduced or disallowed for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it appearing that the relief requested on the Objection is in the best interest of the Liquidating Trust, the Debtors' estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Court will conduct a further status conference on December 6, 2012 at 2:00 p.m. for all Claims identified on Exhibit A attached hereto.
2. The Liquidating Trust's rights to object to any claim including (without limitation) the Claims subject to the Objection, on any grounds that applicable law permits, are not waived and are expressly reserved.
3. The Liquidating Trust shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.
4. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

Dated: Richmond, Virginia
_____, 2012

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

TAVENNER & BERAN, PLC

/s/ Lynn L. Tavenner_____

Lynn L. Tavenner (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219
(804) 783-8300

- and -

PACHULSKI STANG ZIEHL & JONES LLP

Jeffrey N. Pomerantz, Esq.
Andrew W. Caine, Esq.
10100 Santa Monica Boulevard
Los Angeles, California 90067-4100
(310) 277-6910

- and -

PACHULSKI STANG ZIEHL & JONES LLP

Robert J. Feinstein, Esq.
780 Third Avenue, 36th Floor
New York, New York 10017
(212) 561-7700

*Counsel to the Circuit City Stores, Inc.
Liquidating Trust*

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Lynn L. Tavenner

Lynn L. Tavenner

In re Circuit City Stores, Inc., et al.

Case No. 08-35653 (KRH)

Liquidating Trust's Twenty-Eighth Omnibus Objection to Landlord Claims

EXHIBIT A

OBJECTIONS ADJOURNED TO DECEMBER 6, 2012

Claim Holder	Claim	Exhibit
Alexanders Rego Shopping Center Inc Attn Mei Cheng c o Vornado Realty Trust 210 Rte 4 E <u>Paramus, NJ 07652</u>	12695	Exhibit C: Reduction of Certain Partially Invalid Claims
Anna Schwartz Zoltan Schwartz Deborah Landman Eli Landman Attn Mencahem O Zelmanovitz Morgan Lewis & Bockius LLP 101 Park Ave <u>New York, NY 10178-0060</u>	11937	Exhibit C: Reduction of Certain Partially Invalid Claims
Bank of America National Association As Succesor By Merger to LaSalle Bank National Association fka LaSalle National Bank As Peyton Inge c o Capmark Finance Inc 700 N Pearl St Ste 2200 <u>Dallas, TX 75201</u>	9051	Exhibit C: Reduction of Certain Partially Invalid Claims
Bank of America National Association Successor By Merger to LaSalle Bank National Association fka LaSalle National Bank Peyton Inge c o Capmark Finance Inc 700 N Pearl St Ste 2200 <u>Dallas, TX 75201</u>	9454	Exhibit C: Reduction of Certain Partially Invalid Claims
Bel Air Square LLC c o Bert Bittournia Esq Inland US Management LLC Inland Real Estate Group 2901 Butterfield Rd 3rd Fl <u>Oak Brook, IL 60523</u>	12713	Exhibit C: Reduction of Certain Partially Invalid Claims
Berkshire Management Corp Agent for Berkshire Hyannis LLC Premises Located at 624 640 Iyanough Road Barnstable MA c o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl <u>Philadelphia, PA 19103-0000</u>	10814	Exhibit C: Reduction of Certain Partially Invalid Claims
Bond CC IV DBT Attn David Vanaskey Corporate Trust Administration c o Wilmington Trust Company 1100 N Market St <u>Wilmington, DE 19890</u>	8710	Exhibit D: Invalid Claims to be Expunged
Bond Circuit IV Delaware Trust Mark B Conlan Esq Gibbons PC One Gateway Ctr <u>Newark, NJ 07102-5310</u>	15019	Exhibit D: Invalid Claims to be Expunged
CAPITAL CENTRE LLC C O BERT BITTOURNA ESQ INLAND REAL ESTATE GROUP 2901 BUTTERFIELD RD 3RD FL <u>OAK BROOK, IL 60523</u>	12743	Exhibit C: Reduction of Certain Partially Invalid Claims
CC 223 Andover Park East Tukwila LLC Attn David J LaSota c o Chapman and Cutler LLP 111 W Monroe St <u>Chicago, IL 60603</u>	12706	Exhibit C: Reduction of Certain Partially Invalid Claims
CCDC Marion Portfolio LP Attn Michael S Held Hunton & Williams LLP 1445 Ross Ave Ste 3700 <u>Dallas, TX 75202-2755</u>	12233	Exhibit D: Invalid Claims to be Expunged
Centro Properties Group ta Springbrook Plaza Clanton OH c o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl <u>Philadelphia, PA 19103</u>	12618	Exhibit C: Reduction of Certain Partially Invalid Claims

Centro Properties Group ta Westminster City Center Westminster CO c o David L Pollack Esq Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl <u>Philadelphia, PA 19103</u>	12542	Exhibit C: Reduction of Certain Partially Invalid Claims
Circuit Investors No 2 Ltd A Texas Partnership c o Niclas A Ferland Esq LeClairRyan A Professional Corporation 555 Long Wharf Dr 8th Fl <u>New Haven, CT 06511</u>	8587	Exhibit D: Invalid Claims to be Expunged
Circuit Investors No 2 Ltd A Texas Partnership c o Niclas A Ferland Esq LeClairRyan A Professional Corporation 555 Long Wharf Dr 8th Fl <u>New Haven, CT 06511</u>	9036	Exhibit D: Invalid Claims to be Expunged
Circuit Investors No 3 Ltd A Virginia Partnership c o Nicolas A Ferland Esq LeClairRyan A Professional Corporation 555 Long Wharf Dr 8th Fl <u>New Haven, CT 06511</u>	12164	Exhibit D: Invalid Claims to be Expunged
CLF Trust Joshua Azinger c o Midland Loan Services 10851 Mastin Ste 3000 <u>Overland Park, KS 66210</u>	15245	Exhibit D: Invalid Claims to be Expunged
CLF Trust Joshua Azinger c o Midland Loan Services 10851 Mastin Ste 3000 <u>Overland Park, KS 66210</u>	15243	Exhibit D: Invalid Claims to be Expunged
CTL Trust Kristin Bonczyski c o Midland Loan Services 10851 Mastin Ste 300 <u>Overland Park, KS 66210</u>	15244	Exhibit C: Reduction of Certain Partially Invalid Claims
CWCapital Asset Management LLC as Special Servicer for Bank of America N A Demetrios Morakis Capmark Finance Inc 7501 Wisconsin Ave Ste 500W <u>Bethesda, MD 20814</u>	12846	Exhibit D: Invalid Claims to be Expunged
DECATUR PLAZA I LLC C O LNR PARTNERS LLC 1601 WASHINGTON AVE STE 700 <u>MIAMI BEACH, FL 33139</u>	12777	Exhibit D: Invalid Claims to be Expunged
DECATUR PLAZA I LLC C O LNR PARTNERS LLC 1601 WASHINGTON AVE STE 700 <u>MIAMI BEACH, FL 33139</u>	12777	Exhibit E: Late Filed Claims to be Expunged
Eastland Shopping Center LLC c o Niclas A Ferland Esq LeClairRyan A Professional Corporation 555 Long Wharf Dr 8th Fl <u>New Haven, CT 06511</u>	12158	Exhibit C: Reduction of Certain Partially Invalid Claims
Generation H One and Two Limited Partnership 3509 S Mason St <u>Fort Collins, CO 80525-2685</u>	12537	Exhibit C: Reduction of Certain Partially Invalid Claims
GREECE RIDGE LLC c o THOMAS W DANIELS ESQ WILMORITE MANAGEMENT GROUP LLC 1265 SCOTTSVILLE RD <u>ROCHESTER, NY 14624</u>	12622	Exhibit E: Late Filed Claims to be Expunged
GREEN ACRES MALL LLC ATTN MEI CHENG C O VORNADO REALTY TRUST 210 ROUTE 4 E <u>PARAMUS, N.J. 07652</u>	12701	Exhibit C: Reduction of Certain Partially Invalid Claims
H & R REIT US Holdings Inc c o Michael S Held Hunton & Williams LLP 1445 Ross Ave Ste 3700 <u>Dallas, TX 75202-2799</u>	14233	Exhibit D: Invalid Claims to be Expunged
H & R REIT US Holdings Inc c o Michael S Held Hunton & Williams LLP 1445 Ross Ave Ste 3700 <u>Dallas, TX 75202-2799</u>	14658	Exhibit C: Reduction of Certain Partially Invalid Claims

HERITAGE PLAZA 1830 CRAIG PARK CT STE 101 C/O NATIONAL REAL ESTATE MGMT <u>ST LOUIS, MO 63146</u>	8058	Exhibit C: Reduction of Certain Partially Invalid Claims
Inland Western Columbia Clifty LLC c o Bert Bittourna Esq Inland US Management LLC Inland Real Estate Group 2901 Butterfield Rd 3rd Fl <u>Oak Brook, IL 60523</u>	12642	Exhibit D: Invalid Claims to be Expunged
Inland Western Lewisville Lakepointe Limited Partnership c o Bert Bittourna Esq Inland Southwest Management LLC Inland Real Estate Group 2901 Butterfield Rd 3rd Fl <u>Oak Brook, IL 60523</u>	12645	Exhibit C: Reduction of Certain Partially Invalid Claims
Inland Western Phillipsburg Greenwich LLC c o Bert Bittourna Esq Inland Real Estate Group 2901 Butterfield Rd 3rd Fl <u>Oak Brook, IL 60523</u>	12742	Exhibit C: Reduction of Certain Partially Invalid Claims
Inland Western Richmond Maryland LLC c o Bert Bittourna Esq The Inland Real Estate Group Inc 2901 Butterfield Rd 3rd Fl <u>Oak Brook, IL 60523</u>	13083	Exhibit C: Reduction of Certain Partially Invalid Claims
Inland Western West Mifflin Century III LP c o Bert Bittourna Esq Inland US Management LLC Inland Real Estate Group 2901 Butterfield Rd 3rd Fl <u>Oak Brook, IL 60523</u>	12640	Exhibit C: Reduction of Certain Partially Invalid Claims
International Speedway Square Attn Mark A Bogdanowicz c o Ice Miller LLP One American Sq Ste 2900 <u>Indianapolis, IN 46282-0200</u>	12760	Exhibit C: Reduction of Certain Partially Invalid Claims
KSK SCOTTSDALE MALL LP ATTN LEGAL DEPT 1800 MOLER RD <u>COLUMBUS, OH 43207</u>	9245	Exhibit C: Reduction of Certain Partially Invalid Claims
Landover Landover Crossing LLC Attn Kevin M Newman Esq Menter Rudin & Trivelpiece PC 308 Maltbie St Ste 200 <u>Syracuse, NY 13204-1498</u>	14664	Exhibit C: Reduction of Certain Partially Invalid Claims
Landover Landover Crossing LLC Attn Kevin M Newman Esq Menter Rudin & Trivelpiece PC 308 Maltbie St Ste 200 <u>Syracuse, NY 13204-1498</u>	3266	Exhibit F: Amended Claims to be Expunged
MB Fabyan Randall Plaza Batavia c o Bert Bittourna Esq Inland Real Estate Group 2901 Butterfield Rd 3rd Fl <u>Oak Brook, IL 60523</u>	10023	Exhibit C: Reduction of Certain Partially Invalid Claims
Midland Loan Services Inc c o Katharine Battaia Thompson and Knight LLP 1722 Routh St Ste 1500 <u>Dallas, TX 75201</u>	12311	Exhibit D: Invalid Claims to be Expunged
National Western Life Insurance Company Frederick Black & Tara B Annweller One Moody Plz 18th Fl <u>Galveston, TX 77550</u>	7951	Exhibit C: Reduction of Certain Partially Invalid Claims
National Western Life Insurance Company Frederick Black & Tara B Annweller One Moody Plz 18th Fl <u>Galveston, TX 77550</u>	8136	Exhibit D: Invalid Claims to be Expunged
Orangefair Marketplace LLC A California Limited Liability Company Tanya Nielsen Columbus Pacific Properties 429 Santa Monica Blvd Ste 600 <u>Santa Monica, CA 90401</u>	13085	Exhibit D: Invalid Claims to be Expunged

Palm Springs Mile Associates Ltd Attn James S Carr Esq & Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave <u>New York, NY 10178</u>	12667	Exhibit C: Reduction of Certain Partially Invalid Claims
Park Side Realty LP c o Jeffrey Kurtzman Esq Klehr Harrison Harvey Branzburg & Ellers LLC 260 S Broad St <u>Philadelphia, PA 19102</u>	1862	Exhibit D: Invalid Claims to be Expunged
Potomac Run LLC Attn Neil E Herman Esq c o Morgan Lewis & Bockius LLP 101 Park Ave <u>New York, NY 10178</u>	11956	Exhibit C: Reduction of Certain Partially Invalid Claims
Principal Life Insurance Company fka Principal Mutual Life Insurance Company Dennis D Ballard Esq Principal Life Insurance Company 801 Grand <u>Des Moines, IA 50392</u>	12382	Exhibit D: Invalid Claims to be Expunged
Rivergate Station Shopping Center LP Attn Neil E Herman Esq c o Morgan Lewis & Bockius LLP 101 Park Ave <u>New York, NY 10178</u>	902	Exhibit C: Reduction of Certain Partially Invalid Claims
Sacco of Maine LLC c o Angelo Petraglia 158 11 Riverside Dr <u>Whitestone, NY 11357</u>	12315	Exhibit C: Reduction of Certain Partially Invalid Claims
Sacco of Maine LLC c o Angelo Petraglia 158 11 Riverside Dr <u>Whitestone, NY 11357</u>	12315	Exhibit E: Late Filed Claims to be Expunged
Saugus Plaza Associates Attn James S Carr Esq & Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave <u>New York, NY 10178</u>	12510	Exhibit F: Amended Claims to be Expunged
Saugus Plaza Associates Attn James S Carr Esq & Robert L LeHane Esq Kelley Drye & Warren LLP 101 Park Ave <u>New York, NY 10178</u>	14704	Exhibit C: Reduction of Certain Partially Invalid Claims
Thoroughbred Village Austin L McMullen Bradley Arant Boult Cummings LLP 1600 Division St Ste 700 <u>Nashville, TN 37203</u>	8953	Exhibit C: Reduction of Certain Partially Invalid Claims
United States Debt Recovery V LP Assignee of Johnstown Shopping Center LLC United States Debt Recovery V LP 940 Southwood Blvd Ste 101 <u>Incline Village, NV 89451</u>	15099	Exhibit D: Invalid Claims to be Expunged
Uniwest Management Services Inc Owner or Agent for Battlefield FE Limited Partners t a Fort Evans Plaza II Leesburg VA c o David L Pollack Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl <u>Philadelphia, PA 19103</u>	12992	Exhibit C: Reduction of Certain Partially Invalid Claims
VNO TRU DALE MABRY LLC C/O VORNADO REALTY TRUST 210 ROUTE 4 EAST <u>PARAMUS, NJ 07652</u>	12629	Exhibit C: Reduction of Certain Partially Invalid Claims
Wayne VF LLC Attn Mei Cheng c o Vornado Realty Trust 210 Rte 4 E <u>Paramus, NJ 07652-0910</u>	12703	Exhibit C: Reduction of Certain Partially Invalid Claims
Weingarten Nostat Inc Attn Jenny J Hyun Esq c o Weingarten Realty Investors 2600 Citadel Plz Dr Ste 125 <u>Houston, TX 77008</u>	12635	Exhibit D: Invalid Claims to be Expunged

Well Fargo Bank NA successor by merger to Wells Fargo Bank Minnesota NA formerly known as Norwest Bank Minnesota NA Peyton Inge c o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	9452	Exhibit C: Reduction of Certain Partially Invalid Claims
Wells Fargo Bank NA successor by merger to Wells Fargo Bank Minnesota NA fka Norwest Bank Minnesota NA as Trustee Peyton Inge c o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	9438	Exhibit C: Reduction of Certain Partially Invalid Claims
Wells Fargo Bank NA Successor By Merger To Wells Fargo Bank Minnesota NA fka Norwest Bank Minnesota NA As Trustee For The Regi Peyton Inge c o Capmark Finance Inc 700 N Pearl St Ste 2200 Dallas, TX 75201	10034	Exhibit C: Reduction of Certain Partially Invalid Claims
Wells Fargo Bank Northwest NA c o Woods Rogers PLC Attn Richard C Maxwell 10 S Jefferson St Ste 1400 PO Box 14125 24038 Roanoke, VA 24011	12009	Exhibit C: Reduction of Certain Partially Invalid Claims
WRI Lakeside Marketplace LLC Attn Jenny J Hyun Esq c o Weingarten Realty Investors 2600 Citadel Plaza Dr Ste 125 Houston, TX 77008	9372	Exhibit C: Reduction of Certain Partially Invalid Claims
WRI Pembroke Ltd Attn Jenny J Hyun Esq c o Weingarten Realty Investors 2600 Citadel Plz Dr Ste 125 Houston, TX 77008	12807	Exhibit D: Invalid Claims to be Expunged
WRI Pembroke Ltd Attn Jenny J Hyun Esq c o Weingarten Realty Investors 2600 Citadel Plz Dr Ste 125 Houston, TX 77008	12807	Exhibit E: Late Filed Claims to be Expunged
WRI Seminole Marketplace LLC Attn Jenny J Hyun Esq c o Weingarten Realty Investors 2600 Citadel Plz Dr Ste 125 Houston, TX 77008	12826	Exhibit D: Invalid Claims to be Expunged